

# Organizing the Group to Function and Facilitating Progress



# **Why is it important to develop group structure and operational rules?**

- Reduces confusion by providing an agreed upon process
- Defines how a group will work together
- Used to get the group back on track when it wanders
- Establishes individual and group responsibilities
- May be necessary to form a legal entity for tax status or funding purposes
- Provides WRITTEN guidance on how the group agrees to function

# **Tools used to establish group structure and operational rules**

## **➤ Two main tools**

- By-laws
- Ground Rules

# By-Laws

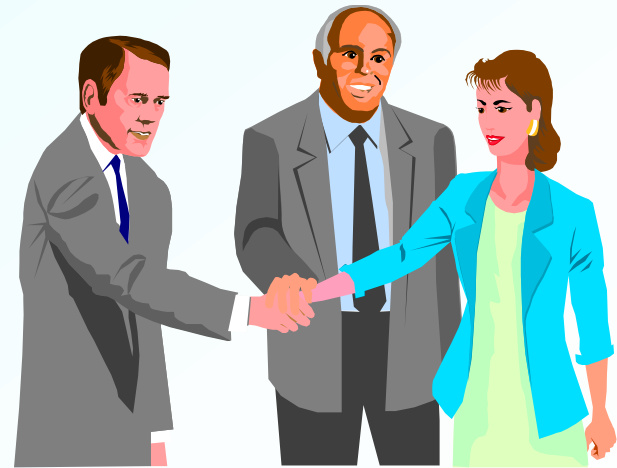
- The most formal of organization and operation rules
  - May be needed for:
    - taxing, employment
    - contracting, legal
    - insurance purposes
  - Will be WRITTEN, may be recorded with the state or other unit of government

# **By-laws can be used to establish:**

- Name and style of the group
- Purpose of existence
- Funding sources and methods
  - Dues, fees
  - Restrictions on funding sources based on groups purpose, values, or intents

# By-laws can be used to establish:

- Character of the organization
  - Non-profit, Profit, Political action
  - Length of duration of the group
  
- Membership



# **By-laws can be used to establish:**

- Method of governance
  - What officers/directors
  - Powers, duties, and liabilities
- By-law amendment process
- Other rules, as the group deems necessary

# By-Laws

- Define the group and how it intends to operate
- May also be referred to as Articles of Association or Articles of Incorporation
- May not be necessary for informal groups



**By-laws may be legally binding.**

**The group may want to seek legal  
counsel during development.**

**BE CAREFUL!!**

By-laws commonly refer to a voting process and Robert's Rules of Order.

- Voting is not recommended as a decision making tool in the group process
  - Creates winners and losers
  - Tends to divide groups
  - Is not consensus decision making

# Ground Rules

➤ Ground rules are guidelines to encourage effective **processes, behavior, and attitudes.**

- Less formal than By-laws
- Created by group
- Agreed to by consensus
- Used to guide group



# Ground Rules

- Are **Changeable**
- Should be **WRITTEN** and **POSTED** at meetings
- Should be referred to often
- Used always, especially when by-laws are not needed

# **Ground Rules establish:**

- Guidelines for participation in the meeting
- Civility among members
- Order of business
- Function or role of members
- Timeliness

# Basic Ground Rules

- Publicly test assumptions and inferences.
- Share all relevant information.
- Focus on interests or needs, not positions.
- Stay focused. Discuss the topic thoroughly so everyone has a common understanding.
- Listen, don't interrupt
  - Don't talk more than your fair share of time

# Basic Ground Rules

- Be specific. Use examples to illustrate key ideas.
- Agree on what important words mean.
- Explain the reasons behind one's statements, questions, and actions.
- Disagree openly with any member of the group.
- Make statements, then invite questions and comments.
  - It's ok to ask for clarification ("What does that mean?")

# Basic Ground Rules

- Jointly design ways to test disagreements and solutions.
- Discuss undiscussable issues.
- Do not take cheap shots or otherwise distract the group.
  - Respect each other, not necessarily each other's opinions
  - No put-downs
  - Don't attack someone personally



# Basic Ground Rules

- All members are expected to participate in all phases of the process, and to identify and solve problems.
- Exchange relevant information with non-group members.
- Make decisions by consensus.
- Maintain a sense of humor.

# Additional Ground Rules

- Start and stop times defined
- Limit discussion time
- Breaks

Timekeepers Role

- Written agenda prior to meeting
- Written minutes from previous meeting

Recorders Role

- Timely attendance by participants

# Additional Ground Rules

- Discuss one topic at a time
- Prior to adjournment setup next meeting:
  - Agenda items
  - Location
  - Time

Chair's Role

- Don't reopen decisions solely for the benefit of members who missed the last meeting

# **Use By-laws and Ground Rules to develop group structure and operational rules to:**

- Reduce confusion by providing an agreed upon process
- Define how a group works together
- Establish individual and group responsibilities
- Provide written guidelines on processes, behaviors, and attitudes
- Form legal bodies
- Keep the group on track

# **Maintaining Structure and Organization**

Use your Mission and Vision statements

- \* as a roadmap for the group
- \* to remind group of overall goals
- \* to maintain focus

# Mission Statement

Describes:

- Why group exists
- Who you are
- What you offer
- Whom you serve



# Vision Statement

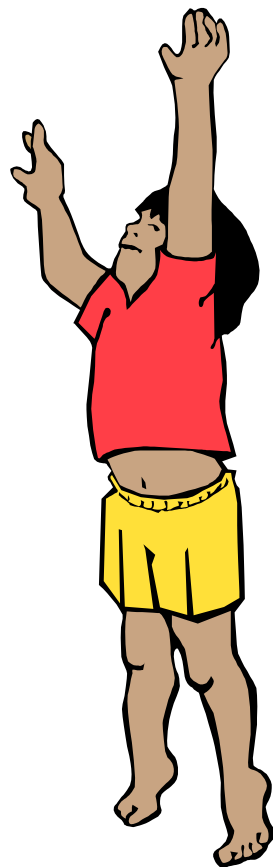
Describes:

What the group wants things to look  
or be like in the future in this  
watershed

(desired future conditions)



Now it's Exercise time !







## Sherlock

A businessman had just turned off the lights in the store when a man appeared and demanded money. The owner opened the cash register. The contents of the cash register were scooped up, and the man sped away. A member of the police force was notified promptly.

# Statements About The Story

- |     |  |                           |
|-----|--|---------------------------|
| 1.  | A man appeared after the <b>owner</b> had turned off <b>his</b> lights.  | T F <b>Unknown</b>        |
| 2.  | The <b>robber</b> was a man.   | T F <b>Unknown</b>        |
| 3.  | A man did not demand money   | T F <b>Unknown</b>        |
| 4.  | The <b>man</b> who opened the cash register was the <b>owner</b> .   | T F <b>Unknown</b>        |
| 5.  | The store <b>owner</b> scooped up the contents of the cash register, he <b>ran</b> away.   | T F <b>Unknown</b>        |
| 6.  | Someone opened the cash register.  | <b>T</b> F <b>Unknown</b> |
| 7.  | After the <b>man</b> who demanded the money <b>scooped up the contents</b> of the cash register, he <b>ran</b> away.   | T F <b>Unknown</b>        |
| 8.  | While the cash register contained <b>money</b> , the story does not state how much.  | T F <b>Unknown</b>        |
| 9.  | The <b>robber</b> demanded money of the <b>owner</b> .   | T F <b>Unknown</b>        |
| 10. | The story concerns a <b>series</b> of events in which only <b>three</b> persons are referred to: the owner of the store, a man who demanded money, and a member of the police force. | T F <b>Unknown</b>        |
| 11. | The following events in the story are true: someone demanded money, a cash register was opened, its contents are scooped-up, and a man <b>dashed out of the store</b> .              | T F <b>Unknown</b>        |

How does this exercise relate to Ground Rules?

1. The statements above test assumptions and inferences from the story. Did you assume a lot as you read the story? Were your assumptions correct?
2. It is important to share ALL relevant information. Did you get all of the important information that you needed to draw a valid conclusion from this story?
3. Be specific. Was the author specific with the events or people in this story? Do you know what really happened and who was involved?
4. Discuss one topic at a time. There may be four separate events in this story, and that sets up confusion.

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## Articles of Association of Friends of Four Mile Run

**Articles of Association:** the undersigned, a majority of whom are citizens of the United States and live in the Four Mile Run watershed in Fairfax and Arlington Counties and the Cities of Falls Church and Alexandria in Virginia, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the Commonwealth of Virginia, do hereby certify:

**First:** The name of the Association shall be **Friends of Four Mile Run**.

**Second:** The place in this state where the principal office of Friends of Four Mile Run is to be located is the County of Fairfax.

**Third:** Friends of Four Mile Run is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of the Association is the protection of the proper functioning and of the natural resources of the Four Mile Run watershed in Fairfax and Arlington Counties and the Cities of Falls Church and Alexandria in Virginia and the promotion of public and private awareness of the needs for and the methods of such protection.

**Fourth:** The names and addresses of the persons who are the initial trustees of the Friends of Four Mile Run are as follows:

Name:	Donald F. Waye
Address:	9918 Wood Wren Court / Fairfax, VA 22032-4018
Name:	Barri F. Waye
Address:	9918 Wood Wren Court / Fairfax, VA 22032-4018

**Fifth:** No part of the net earnings of Friends of Four Mile Run shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

## Other Resources

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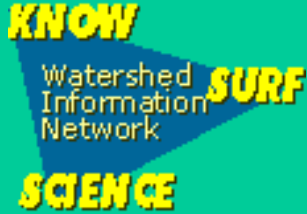
code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of Friends of Four Mile Run.

**Sixth:** Upon the dissolution of Friends of Four Mile Run, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Arlington County for a public purpose in furtherance of the purposes of the Association. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Arlington County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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[To Top](#)

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## **Embarras River Management Association By-Laws**

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### **Article I. Name and Style**

The name and style of this organization shall be the Embarras River Management Association, hereafter referred to as ERMA.

### **Article II. Purpose**

The purpose of this Association shall be to further the progressive and sound development and use of the natural resources of the entire Embarras River watershed and, thus, to promote improved water quality and supply to assist the advancement of the economic, agricultural, industrial, recreational and civic interests and the common good of all who have an interest in the present and future welfare of the entire Embarras River watershed.

In order to carry out this purpose, ERMA shall actively foster and encourage in the Embarras River watershed the following:

1. Improve water quality and supply.
2. The wise conservation, management and use of natural resources.
3. The planning, construction and completion of all feasible and economically justified flood protection and drought control works.
4. Improve aquatic life and improve wildlife habitat.
5. The promotion through every means available of sound practices of everyone in the Embarras River watershed in the use, management and conservation of farm lands in order that the present and future agricultural productivity of the watershed may be protected and expanded.

## Other Resources

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6. The encouragement of all coordinated, sound, and practical activities on the part of the federal agencies, the state, county, and municipal governments to aid and assist private enterprise in putting into effect tested and necessary practices for the conservation of the soil and water resources of the Embarras River watershed.
7. The preservation of all opportunities for the successful and unhampered operation of private enterprise in all those fields of action in which it is best fitted to serve; the allocation to state and duties consistent with their respective constitutional and traditional functions in order that the local or state participation in all programs for the development and improvement of the land and water resources of the Embarras River watershed may be assured.

### Article III. Project Capitalization

ERMA will not accept funds that encroach land owner property rights.

### Article IV. Character of Organization

ERMA shall be a non-profit, non-stock corporation whose existence shall be perpetual unless sooner dissolved.

### Article V. Membership

- Sec. 1. Membership in ERMA shall be open to individuals, organizations, firms, corporations, and cities and towns within the Embarras River watershed or having an interest in the watershed who shall subscribe to ERMA's by-laws and pay dues as prescribed. No member shall be responsible for the debts of ERMA beyond the amount of unpaid dues.
- Sec. 2. For the purpose of this association, the term "ERMA" shall include that area which lies within the watershed of the Embarras River, in Illinois.
  - Sub 1. For purposes of initial geographic definition, the Embarras River watershed lies within the following counties: Champaign, Douglas, Edgar, Coles, Cumberland, Clark, Jasper, Crawford, Richland, and Lawrence.
- Sec. 3. There shall be two classes of members (a) "Organization members", including association, partnerships, trusts, and corporations; and (b) "Individual members", covering only individual persons.
- Sec. 4. "Individual and organizational members" shall have the right to cast one vote in the manner and to the extent provided in these by-laws.

## Article VI. Government

- Sec. 1. The government of ERMA shall be invested in the Board of Directors, which will have the power normally assigned a Board of Directors, and shall be elected as herein provided. Each county within the Embarras River watershed may form a steering committee, consisting of ERMA members. Each county steering committee will elect a chairman, vice-chairman, secretary, and two directors to serve on the ERMA board of directors. The ERMA board of directors shall consist of two members from each county steering committee, plus one director elected at large at annual meeting. ERMA can start with five members, two each from Cumberland and Jasper counties and one elected at large.
- Sec. 2. The tenure of office of the members of the Board of Directors shall be two years. One director from each county to be elected each year.
- Sec. 3. The officers of ERMA shall be a president, vice-president, secretary, and treasurer. They shall be elected at the annual meeting for a term of one year. The duties of the officers shall be as such as the term implies or as the Board of Directors may prescribe.
- Sec. 4. All directors will be notified 48 hours or more prior to any special meeting.

## Article VII. Elections

- Sec. 1. The Board of Directors shall be elected by the members of ERMA in attendance at each annual meeting as follows:
- Sub 1. A nominating committee of two shall be appointed by the president.
- Sub 2. The nominating committee shall propose a slate of directors equal to the number of vacancies on the Board of Directors. Nominations may be made from the floor.

## Article VIII. Membership Dues

- Sec. 1. All membership annual dues shall be a minimum of \$20.00.

## Article IX. Fiscal Year

- Sec. 1. The fiscal year of the association shall be the calendar year.

## Article X. Amendments

- Sec. 1. These by-laws may be amended by a majority vote of all members of the Board of Directors at any meeting provided that a copy of the amendments to be voted on shall be mailed to each member of the Board of Directors at least ten (10) days prior to such meeting.

## Article XI. Rules of Order

Sec. 1. In all matters not otherwise prescribed ERMA procedure shall be determined by Roberts Rules of Order.

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[To Top](#)



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## By-Laws of the Huron River Watershed Council

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### ARTICLE I

#### NAME AND ESTABLISHMENT

##### Section 1 - NAME

The name of the organization shall be the HURON RIVER WATERSHED COUNCIL hereinafter called the "Council".

##### Section 2 - ESTABLISHMENT

The Council is established in accordance with Act 253 of the Public Acts of 1964, as amended, of the State of Michigan and shall have all the rights and powers of a watershed council created under said act. A petition for the formation of the Huron River Watershed Council was filed with the Michigan Water Resources Commission March 5, 1965. Said Commission issued an order establishing the Huron River Watershed Council March 25, 1965, in the Washtenaw County Building, Ann Arbor, Michigan.

##### Section 3 - ADOPTION OF BY-LAWS

These BY-LAWS were unanimously adopted at the Organizational Meeting of the Huron River Watershed Council, held in Room 1, Washtenaw County Building, Ann Arbor, Michigan Thursday, June 3, 1965. They were last amended at the Watershed Council's annual meeting November 17, 1994.

### ARTICLE II

#### PURPOSES AND FUNCTIONS

## Other Resources

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As Michigan's oldest regional river protection organization, the Huron River Watershed Council promotes holistic Watershed management to protect and restore the ecological integrity of the Huron River, its tributary streams, lakes, wetlands, groundwater and surrounding landscape. Through hands-on education, advocacy, and technical assistance the Council seeks to foster sound stewardship of our local natural resources.

The general purposes of the Council are to promote and coordinate studies and plans regarding the water resources of the Watershed and to keep the total Watershed public informed on issues and conditions through reports and recommendations. With the advantage of the accumulated knowledge which its study program attains, and with the Watershed perspective which its membership provides, the Council is a review and advisory agency to river management districts in the Huron River Watershed, and to federal and state agencies. The more specific functions include, but are not limited to, the following:

1. Conduct, or cause to be conducted, studies of water resources of Huron River Watershed; including investigations of water use, water quality, and the reliability of the water resources.
2. Prepare periodic reports concerning among other things, trends in water use and availability, emerging water problems, and recommendations for appropriate public policies and programs necessary to maintain adequate water resources for the Huron River Watershed area.
3. If determined necessary by the Council, request the Michigan Water Resources Commission to survey the Huron River Watershed for the purpose of determining minimum levels of streamflow necessary for health, welfare, and safety as provided in Sections 13 through 18 of Act No. 253 of 1964, as amended, when the needs warrant such an action.
4. Make plans for development and management of water resources and recommend the creation of a river management district or districts in the Huron River Watershed under the provisions of Section 7 through 12 of Act No. 253, Public Acts of 1964, as amended, when the needs warrant such an action.
5. Advise agencies of federal, state, and local government as to the Council's view of water resource problems and needs in the Huron River Watershed.
6. Cooperate with federal, state, and local agencies in providing stream gauges, water quality sampling stations, and other water resource data-gathering facilities or programs that aid the Council in its responsibility for studying and reporting on water conditions.

## Section 2 - NON-DISCRIMINATION

It shall be the policy of the Huron River Watershed Council to provide equal membership, service, and employment opportunities without regard to race, creed, color, sex, sexual orientation, sensory or physical handicap, age, height, weight, moral status, parental status, veteran status, arrest record, organizational membership, national origin, citizenship, or political belief.

## ARTICLE III

## **MEMBERSHIP**

### **Section 1 - ELIGIBILITY**

Those units of government entitled to membership on the Council shall be:

- A. Each local government using the river for water supply or waste disposal.
- B. Each county having fifteen percent (15%) or more of its area in the watershed.

Representation shall be determined by the population of those townships (not represented under part A or part C) that have fifteen percent (15%) or more of their area in the watershed.

- C. Any local agency wholly or partly within the basin upon a finding by the Council that the agency is so affected by or concerned with the use and development of water resources to warrant representation.

Representation under part C shall be determined by a consideration of the following factors:

- 1. Planned future use of the river for water supply or waste disposal.
- 2. Percentage of area in the basin.
- 3. Use of the river for purposes not mentioned in part A, such as irrigation and recreation.
- 4. Effects of river flow (flooding and low flow) and general water quality.
- 5. Land Use.
- 6. Proposed impoundment areas.
- 7. Other factors that may be pertinent in the particular situation under consideration.

### **Section 2 - RESOLUTION OF INTENT**

Any eligible county, city, village or township, defined under Article III above, may become a voting member of the Council. The governing body of any such unit may make it a voting member of the Council by passage of a resolution of intent and by contributing the required financial support as defined in Article VIII.

### **Section 3 - DESIGNATION OF REPRESENTATIVE**

Member governments meeting the requirements of Section 1 (A) or (B), above, shall appoint to the Council one (1) representative, and one (1) additional representative for each 20,000 in population or fraction thereof, to serve as a Trustee of the Council. For counties, the aggregate total population shall be computed from the population of eligible municipalities not otherwise represented.

Each member unit government shall file with the Executive Director of the Council a written designation of its official representative or representatives, and official alternate or alternates, giving the address of each, which shall remain in effect until other such designation is filed with the Executive Director by the same member. The Council shall be the sole judge of the qualifications of official representatives and official alternates.

#### Section 4 - TENURE

Official representatives and official alternates on the Council shall be appointed for two (2) years, but shall be subject to replacement at the pleasure of the governing body of the governmental unit they represent. Notice will be sent to a member unit of government, requesting the removal and replacement of their appointed representative when said representative is absent without excuse, from three consecutive meetings of the full Board of Trustees or Executive Committee if a member of that committee.

#### Section 5 - WITHDRAWAL

Any member unit of government may withdraw from the Council by action of its governing body and by giving notice of such action to the Executive Director. Lack of annual dues payment by non-voting members shall indicate withdrawal.

#### Section 6 - ASSOCIATE (NON-VOTING) MEMBERSHIPS

Any person or organization with an interest in water resources of the Huron River Watershed is eligible to become an associate non-voting member of the Council for a renewable one-year term. Such individuals or organizations may become associate members by submitting a membership form and contributing the required financial support annually as defined in Article VIII. Units of government, as defined in Article III, Section 1, shall not be eligible for associate membership.

### **ARTICLE IV**

#### **BOARD OF TRUSTEES**

##### Section 1 - GENERAL POWERS AND DUTIES

The business and affairs of the Council shall be managed by its Board of Trustees. The powers and duties of the Board of Trustees shall include, but not be limited to, the following:

- (a) The principle duties of the Board of Trustees will be to establish policies and programs for the completion of the Council's mission, and to serve as liaison between member units of government and the Council in its function as a forum for hearing issues involving the protection, management, and use of shared water resources within the Huron River Watershed.
- (b) The Board of Trustees shall have power to receive gifts to the corporation from any source, whether such gifts be permanent or of a temporary nature; or it may reject same, if in its opinion such gifts are contrary to or not included in the purposes of the Council as expressed its mission statement and these by-laws, or in any manner impractical in purpose or otherwise disadvantageous to the spirit, intent, or administrative procedures of the Council.

- (c) The Board of Trustees shall have the power to appoint such fiscal agents, consisting only of financial institutions with full trust powers, as they deem necessary to invest and reinvest available funds or gifts, with such requirements of reports from such fiscal agents as the said Board shall deem necessary and proper with a further right to reimburse such fiscal agents for services, provided that any donor may designate a fiscal agent relative to his/her gift. The Board may authorize any fiscal agents to hold assets in its own name or in the name of its nominee. It may direct that disbursements be made by the fiscal agents.
- (d) The Board of Trustees may authorize the deposit of available funds from time to time in such bank accounts or investment instruments as it deems prudent.
- (e) The Board of Trustees shall have the right to appoint advisory committees, either of or outside its own members, as the said Board shall deem advisable; appoint and engage a CPA to examine or audit the records of the Council and to pay the expenses of such services; engage and employ employees of the Council, agents, or other representatives for any and all proper purpose, including necessary legal counsel.
- (f) The Board of Trustees shall cause an annual audit to be made of the funds, gifts, investments, and books of the Council.

## Section 2 - COMPENSATION

Trustees shall serve without compensation except that they may receive reimbursement for expenses as determined by policies established by the Board of Trustees.

## Section 3 - CONFLICT OF INTEREST

Notwithstanding any other provision of these by-laws, no person serving on the Board may be staff or interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Council for services rendered it within the previous twelve (12) months; or
- (b) Any close relative of such "interested person"

## Section 4 - NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Council approved by the Board in accordance with these By-laws.

# ARTICLE V

## VOTING

## Section 1 - VOTES PER MEMBER UNIT OF GOVERNMENT

Each member unit of government shall have one (1) vote for each representative on the Council. Each representative may vote once on each matter coming before the Council. Votes shall be cast by official representatives if present, otherwise by official alternates. Voting by proxy shall not be permitted. Matters of concern to the Council shall be decided by a majority vote.

## Section 2 - FINANCIAL CONTRIBUTION REQUIRED

No representative or alternate of a unit of government shall be eligible to vote on the Council unless the local government s/he represents has met its financial obligation to the Council.

## Section 3 - MAIL BALLOT

A mail ballot may be used in securing a vote of the membership of the Council when in the opinion of the Executive Committee this is necessary.

## Section 4 - NON-VOTING MEMBER PARTICIPATION

Associate members as described in Article III, Section 6, shall not be entitled to vote on matters coming before the Council. They may vote on special committees, with one vote allotted per individual serving on that committee.

# ARTICLE VI

## MEETINGS OF THE COUNCIL

### Section 1 - ANNUAL MEETING

An annual meeting of the Council Board of Directors shall be held in the month of April of each year for the purpose of electing officers and for the transaction of any regular business brought before the meeting.

### Section 2 - NOMINATING COMMITTEE

At least one (1) month prior to yearly elections, the Chair with concurrence of the Executive Committee shall appoint a nominating committee of five (5) voting or non-voting members who shall submit a slate of qualified candidates to the voting membership. Additional nominations may be made from the floor at the annual meeting.

### Section 3 - REGULAR MEETINGS

Meetings of the Council Board of Directors shall be held quarterly. All meetings shall be held within the Huron River Watershed as designated by the Executive Committee. At least ten (10) days prior to the meeting date, written notice of the time and place of such meeting shall be mailed to each official representative. All meetings of the Council shall be public meetings, and public notification procedures shall follow the requirements of P.A. 267 of 1976, the Open Meetings Act.

### Section 4 - SPECIAL MEETINGS

Special meetings of the Council may be called by the Chair or by the Executive Committee. Notice of any such special meeting stating the time and place thereof, shall be mailed to each official representative and alternate at least five (5) days before the time set for such meeting.



## Section 5 - QUORUM

Fifty percent (50%) of the official representatives or alternates of member units of government of the Council shall constitute a quorum for the transaction of business. The Directors present at a duly called and held meeting where a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the by-laws of this organization.

In cases where less than a quorum shall be assembled, action may nonetheless be taken upon any question which could be decided by a simple majority vote, if such action shall be supported by the absolute number of Representative votes as would be required at a meeting where a quorum is assembled.

## Section 6 - PARLIAMENTARY AUTHORITY

All meetings of the Council shall be conducted in accordance with Roberts Rules of Order, Revised, except that in any situation where Robert's Rules of Order, Revised, conflicts with these by-laws, these by-laws shall govern.

# ARTICLE VII

## OFFICERS

### Section 1 - DESIGNATION

Officers of the Council shall be a Chair, Vice-Chair, and Secretary-Treasurer who shall be elected at the annual meeting and who shall be official representatives of member units of government of the Council. Such officers shall serve for a period of one (1) year but shall continue in office after that time, if necessary, until their successors are elected and qualified. In addition to the above, the Executive Committee with the concurrence of the Council may appoint an Executive Director who shall serve at the will of the Council.

### Section 2 - CHAIR

The Chair shall be the chief executive officer of the Council. S/he shall preside over all meetings of the Council and of the Executive Committee. S/he shall see that all orders and resolutions of the Council and of the Executive Committee are carried out. S/he shall be an ex-officio member of all committees. The Chair shall be entitled to a vote on all matters coming before the Council.

### Section 3 - VICE-CHAIR

The Vice-Chair shall perform the duties and exercise the powers of the Chair during disability or absence of the Chair.

### Section 4 - SECRETARY-TREASURER

The Secretary-Treasurer shall:

- (a) be responsible for maintenance and audit of accounting records; receipt, investment, and disbursement of funds and for reporting of annual results to the Board of Directors and the Public;

- (b) and, in general, perform all duties incidental to the office of Treasurer and such other duties as prescribed by law by these By-laws, or by the Board of Directors.

## Section 5 - EXECUTIVE DIRECTOR AND STAFF

The Council is authorized to employ an Executive Director and such other professional, administrative or clerical staff, including consultants, as may be provided for in approved budget or in special project funds. The Board of Directors shall be responsible for hiring, terminating the employment of, and setting the salary of the Executive Director. The Board shall establish a procedure for annual evaluations of the Executive Director by the Executive Committee or other committee of the board. The Executive Director shall be responsible for hiring, evaluating, terminating the employment of, and setting the salaries of all other staff of the Council consistent with budget and policies set by the Board.

The Executive Director shall be a non-voting ex-officio member of, and attend all meetings of, the Council and its committees and shall preserve in books belonging to the Council true minutes of the proceedings of all such meetings. S/he shall give all notices required by these By-Laws. As chief administrative officer s/he shall at all times be responsible to the Council and to the Executive Committee for the administration of the organization.

## ARTICLE VIII

### COMMITTEES

#### Section 1 - EXECUTIVE COMMITTEE

The Board of Directors shall have the right to elect from among the Directors an Executive Committee consisting of ten (10) members of the Directors including its officers and the Executive Director. The Executive Committee shall meet 4 times per year between meetings of the full Board of Directors. The Executive Committee shall keep minutes of its meetings and shall report its actions to the Board. The Executive Committee may exercise all powers and authorities of the Board of Directors in management of the business and affairs of the Council during intervals between meetings of the Directors provided however, that such committee shall not have the power or authority to:

- (a) adopt an agreement of merger or consolidation;
- (b) fill vacancies on the Board; or
- (c) recommend to members a dissolution of the Council.

The Chairperson of the Board of Directors shall be the Chair of the Executive Committee. The six (6) Executive Committee members and three (3) officers shall be elected at the annual meeting and shall serve until the next annual meeting.

No two (2) of the members of the Executive Committee shall represent the same governmental unit, at least two (2) of the members of the Executive Committee shall represent Counties.

In the event that an Executive Committee position becomes vacant between annual meetings, a quorum of the Executive Committee shall be authorized to make an interim appointment to fill the unexpired term.



The Executive Committee shall meet at the call of the Chair. Reasonable advance notice of each meeting shall be given each member of the Executive Committee. A quorum of the Executive Committee shall be five (5) members. If and when the members of the Executive Committee shall all consent in writing to any action to be taken by the Executive Committee, such action shall be as valid as though it had been authorized at a meeting of the Executive Committee.

## Section 2 - ADVISORY COMMITTEE

The Advisory Committee will serve to implement policies set by the Board of Trustees, aid the Executive Director of the Council, and make recommendations for programs and services to benefit the Huron River ecosystem and the residents of the Huron River Valley.

Members of the Advisory Committee will represent a diverse spectrum of community groups from both business, and not-for-profit constituencies who will serve one year terms renewable for up to three years. The Committee Chair will be a Board Member of the Council, and will sit on that organization's Executive Committee. Advisory Committee terms will conform to the Council's fiscal year which runs from May 1 to April 30. The Committee will meet bimonthly, (six times per year) at such time and place as they deem appropriate. Committee members may be called upon to work with the Executive Director in their areas of expertise, both on an individual basis and in sub-committees.

The powers and duties of the Board of Trustees shall include the following:

- (a) To serve as a committee of the whole, to oversee the Council's annual fundraising program. Each Trustee shall be asked to set a personal fundraising goal and participate in fundraising activities of the Council;
- (b) Act as resources to Council Directors and staff in specific areas of expertise;
- (c) Help as needed with Board-determined programs and services under direction of the Executive Director; suggest additional programs and sources of support for Board consideration;
- (d) Provide advisory resources and oversight for implementation of programs and services of the Council

## Section 3 - TECHNICAL ADVISORY COMMITTEE

A Technical Advisory Committee shall be a standing committee of the Council. It shall be appointed by the Chair with concurrence of the Executive Committee. This committee shall from time to time advise the Council on technical matters having to do with the purposes and program of the Council.

## Section 4 - OTHER COMMITTEES

Other committees as are deemed helpful in the discharge of the Council's fractions, may be established by action of the Board of Directors or Executive Committee. The Chair shall appoint the members of such committees from the membership of the Council and from such other persons as the Board of Directors or Executive Committee may deem advisable.

## **ARTICLE IX**

### **FUNDS AND FINANCES**

#### **Section 1 - ANNUAL BUDGET**

At its annual meeting, the Council shall adopt an annual work program and operating budget. Approval of the budget and apportionment of costs shall be an affirmative vote of a majority of the delegates present at the annual meeting. A mail ballot may be authorized by the Executive Committee.

The Executive Committee may amend the budget and work program as conditions warrant; however, all expenditures must be in strict conformance with the amended budget.

#### **Section 2 - BASIS OF ASSESSMENT**

The basis of assessment and apportionment shall be determined annually by the Board of Directors. Dues are payable by each member, after approval by that member as to its share, on a date established by the Council. Associate member dues shall be payable on an annual basis established by the date of their initial membership.

#### **Section 3 - SPECIAL PROJECT FUNDS**

The Council may establish special project funds as needed to finance special studies outside its annual budget capacity and for this purpose the Council may accept gifts and grants from private individuals, corporations, and local, state, or federal governments.

#### **Section 4 - DISBURSEMENT OF FUNDS**

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Council shall not, except to an insubstantial degree, engage in activities that are not in furtherance of the purposes and functions defined in Article II.

#### **Section 5 - EXECUTION OF INSTRUMENTS**

The Board of Trustees, except as otherwise provided in these by-laws, may authorize any officer, employee or agent of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have the power or authority to bind the Fund by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **Section 6 - CHECKS AND NOTES**

Except as otherwise specifically determined by the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Council shall be signed by such person or persons as the Board of Directors shall authorize.

#### Section 7 - DEPOSITS

All funds of the Council shall be deposited to the credit of the Council in such depositories as the Board of Trustees may approve.

#### Section 8 - DISSOLUTION

Upon the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE X**

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

##### Section 1 - INDEMNIFICATION

The Council shall indemnify any present or former director, officer, committee, or any person serving at the request of the Council as present or former director, officer, or committee member of another corporation, partnership, joint venture, trust, or other enterprise, and his/her heirs executors, and administrators, against expenses (including reasonable attorney's fees), judgements, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of any pending, or threatened action, suit, or proceeding, whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made party, to the fullest extent authorized or allowed by the laws of the State of Michigan.

The indemnification provided by this section shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to these By-laws, agreements, insurance coverage or otherwise.

The extension of rights if indemnification hereunder by liberalization of any existing law of the State of Michigan shall not be construed as limiting any right of law. It is the intention of this provision that any liberalization of the law of the State of Michigan shall more to the benefit of those persons entitled to indemnification. No change in the law of Michigan decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

### **ARTICLE XI**

#### **BONDS**

## Section 1 - BONDING OF OFFICERS

Before entering upon the duties of this office, each officer shall procure a bond satisfactory to the Executive Committee conditioned on faithful performance of the duties of his/her office and on restoration to the Council, upon the termination of this tenure, all books, papers, vouchers, money, and property of whatever kind in his/her possession or under his/her control belonging to the Council. By action of the Council, employees may be required to furnish such bonds in such amounts and on such terms and conditions as the Council may require. Premiums for such bonds shall be paid by the Council.

## ARTICLE XII

### REPORTS

#### Section 1 - ANNUAL REPORT

The Council shall make an annual report of its activities to the voting and non-voting members, and shall file same with the Michigan Natural Resources Commission not later than one hundred and fifty (150) days after the close of the fiscal year. Such report shall contain the following information in appropriate detail:

- (a) a list of the fund-raising drives, campaigns, or programs in which the Council participated during the fiscal year and the funds derived therefrom;
- (b) a description of the programs and services rendered during the fiscal year;
- (c) the assets and liabilities of the Council as of the end of the fiscal year;
- (d) the principal changes in assets and liabilities during the fiscal year.
- (e) the revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
- (f) the expenses or disbursements, for both general and restricted purposes, for the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer that such statements were prepared without audit from the books and records of the Council.

#### Section 2 - ANNUAL AUDIT

The books and affairs of the Council shall be audited once a year by a firm of certified public accountants. Such audits shall be ordered and prepared in time for the annual election and printing of the annual report.

#### Section 3 - PUBLICATION OF REPORTS

The Council shall publicize its purposes, objectives, and findings, and shall distribute reports thereon.

## ARTICLE XIII

## **AMENDMENTS TO BY-LAWS**

### **Section 1 - AMENDMENTS TO BYLAWS**

Amendments to the bylaws shall be proposed by the Board of Directors or Executive Committee and approved by a two-thirds (2/3) majority of representatives of governmental members (Board of Directors) in good standing.

### **Section 2 - NOTICE OF PROPOSED AMENDMENTS**

Proposed amendments to the by-laws shall be mailed to members in good standing at least thirty (30) days before the date of the meeting to consider same.

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[To Top](#)

# SAMPLE GROUND RULES

Feel free to highlight ones that will work with your group, write comments in the margins, or make up ground rules of your own.

1. Publicly test assumptions and inferences.
2. Share all relevant information.
3. Focus on interests, not positions.
4. Stay focused. Discuss the topic thoroughly so everyone has a common understanding.
5. Listen, don't interrupt

Don't talk more than your fair share of time

6. Be specific. Use examples to illustrate key ideas.
7. Agree on what important words mean.
8. Explain the reasons behind one's statements, questions, and actions.
9. Disagree openly with any member of the group.
10. Make statements, then invite questions and comments.

It's ok to ask for understanding ("What does that mean?")

11. Jointly design ways to test disagreements and solutions.
12. Discuss undiscussable issues.

Anything is discussible

13. Keep the discussion focused.
14. Do not take cheap shots or otherwise distract the group.

Respect each other, not necessarily each other's opinions

No put-downs

Don't attack someone personally

Challenge opinions you don't agree with without attacking the individual who expresses them.

15. All members are expected to participate in all phases of the process, and to identify and solve problems.
16. Exchange relevant information with non-group members.
17. Make decisions by consensus.

We all have to agree to make a decision

18. Do self-critique
19. Maintain a sense of humor.
20. It's OK to tell the facilitator she/he is doing something you don't like
21. When the facilitator paraphrases what you say incorrectly, it's OK to tell facilitator to get it right